

dPi is authorized by this Commission to provide resold local exchange services. dPi received its authorization from this Commission by Order No. 99-228, dated March 30, 1999), Docket No. 98-640-C. At the time of approval to provide telecommunications services within the State of South Carolina, dPi was owned by dPi Holdings and Koch. dPi Holdings owed sixty percent (60%) and Koch owned forty percent (40%). dPi Holdings is owned equally by David Dorwart and David Pikoff, President and Vice-President of dPi respectively.

On November 24, 1999, Rent-Way, Inc. ("Rent-Way") entered into a Purchase Agreement with Koch, dPi, and dPi Holdings to acquire certain interests of dPi. Under the terms of that Purchase Agreement, Rent-Way acquired forty percent (40%) interest in dPi and an additional nine percent (9%) of dPi Holding's interest. Rent-Way's total interest in dPi as of November 24, 1999, was forty-nine percent (49%). Further, the Purchase Agreement provides that Rent-Way is to acquire an additional eleven percent (11%) of dPi Holdings' interest subject to various approvals from state commissions. Upon approval from the various state commissions, Rent-Way total interest in dPi will be sixty percent (60%).

By letter dated February 3, 2000, the Commission's Executive Director instructed dPi to publish, one time, a prepared Notice of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notice of Filing was to provide notice of the application to any interested parties and to advise interested parties of the manner and time in which to file pleadings to participate in the Docket. dPi filed Affidavits of Publication as proof that it had complied with the instructions of the Executive Director. No Petitions to Intervene or letters of protest were received by the Commission with regard to the instant Application.

MOTION FOR EXPEDITED REVIEW

Thereafter, dPi filed its Motion for Expedited Review of Application. By its motion, dPi states that it waives its right to a formal hearing in this matter. Further, dPi assert that as no interested persons have requested intervention in the docket that a formal hearing is not necessary. dPi requests that the Commission dispose of this matter without

requiring a formal hearing and requests that the Commission consider this matter upon the application and verified testimony submitted.

Upon consideration of the dPi's Motion for Expedited Review, the Commission is of the opinion and so finds that the formal hearing in this matter should be waived and that expedited review of the application should be granted. The Commission finds that notice of the application was properly afforded to the public and that no interested person sought to become a party to the proceeding. The Commission finds that procedural due process was afforded in this matter and further finds that dPi makes a knowing waiver of a formal hearing. Therefore, the Commission will consider the application in the context of its regularly scheduled weekly meeting, with court reporter present, and for purposes of the expedited review, the Commission will deem the examination of the application and verified testimony during the course of the Commission's regularly scheduled meeting with court reporter present as a hearing on this matter.

EXAMINATION OF THE APPLICATION AND VERIFIED TESTIMONY

By the application, dPi seeks Commission approval of the change in the majority ownership of dPi from dPi Holdings to Rent-Way. In support of the Application, dPi filed the verified testimony of David M. Pikoff, Vice-President and a shareholder of dPi.

According to the application and the verified testimony of Mr. Pikoff, dPi is a privately-held limited liability corporation organized under the laws of the State of Delaware. dPi is authorized by this Commission to provide resold local exchange services. dPi received its authorization from this Commission by Order No. 99-228, dated March 30, 1999, Docket No. 98-640-C. At the time of approval to provide telecommunications services within the State of South Carolina, dPi was owned by dPi

Holdings and Koch with dPi Holdings owning sixty percent (60%) and Koch owning forty percent (40%). dPi Holdings is owned equally by David Dorwart, President of dPi, and David Pikoff, Vice-President of dPi.

Mr. Pikoff states that dPi is currently licensed in twenty-six states to provide resold local exchange services and is operating in fourteen of those states. dPi began offering resold local exchange services in April 1999, and currently has in excess of 15,000 customers. dPi employs approximately fifty people to handle sales, provisioning, and customer service.

Rent-Way is the nation's second largest retail rent to own company currently operating in forty-one states with 1,144 stores. Rent-Way is a public traded company whose stock is listed on the New York Stock Exchange under the symbol RWY.

On November 24, 1999, Rent-Way, Inc. ("Rent-Way") entered into a Purchase Agreement with Koch, dPi, and dPi Holdings to acquire certain interests of dPi. Under the terms of that agreement, Rent-Way acquired forty percent (40%) interest in dPi and an additional nine percent (9%) of dPi Holding's interest. Rent-Way's total interest as of November 24, 1999, in dPi, was forty-nine percent (49%). Further, the agreement provides that Rent-Way is to acquire an additional eleven percent (11%) of dPi Holdings' interest subject to various approvals from state commissions. Upon approval from the various state commissions, Rent-Way total interest in dPi will be sixty percent (60%).

Mr. Pikoff states that the management structure of dPi will not change subsequent to Rent-Way acquiring a majority interest and that Messrs. Dorwart and Pikoff will remain with dPi and continue to manage daily operations. Under the terms of the Purchase

Agreement, Rent-Way will provide dPi an additional three million dollars in working capital on an as needed basis.

Upon review and consideration of the application, the verified testimony of Mr. Pikoff, and the applicable law, the Commission hereby issues its findings of fact and conclusions of law:

FINDINGS OF FACT

1. dPi is a Delaware limited liability corporation certified by this Commission to operate as reseller of local exchange telecommunications services pursuant to Order No. 99-228, dated March 30, 1999, in Docket No. 98-640-C.
2. dPi is owned by dPi Holding and Koch, with dPi Holdings owning sixty percent (60%) and Koch owning forty percent (40%). dPi Holdings is owned equally by David Dorwart and David Pikoff, who serve as President and Vice-President of dPi respectively.
3. Rent-Way is the nation's second largest retail rent to own company and is a public traded company whose stock is listed on the New York Stock Exchange.
4. dPi and Rent-Way have entered into a Purchase Agreement in which Rent-Way acquired forty percent (40%) interest in dPi and an additional nine percent (9%) of dPi Holding's interest. Rent-Way's total interest as of November 24, 1999, in dPi, was forty-nine percent (49%). Further, the agreement provides that Rent-Way is to acquire an additional eleven percent (11%) of dPi Holdings' interest subject to various approvals from state commissions. Upon approval from the various state commissions, Rent-Way's total interest in dPi will be sixty percent (60%).

5. Upon approval by the Commission, Rent-Way will become the majority owner of dPi with 60% ownership of dPi.

6. Upon approval of the Purchase Agreement and the change of majority ownership of dPi, dPi will continue to provide resold local telecommunications services in South Carolina.

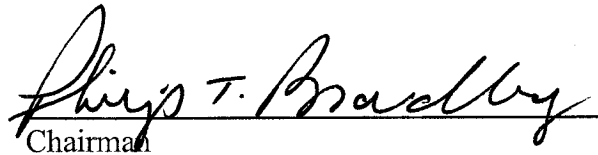
CONCLUSIONS OF LAW

1. Based on the above findings of fact, the Commission hereby determines that the transfer of majority ownership of dPi to Rent-Way will not adversely affect the public interest, and therefore, the Commission approves the requested transfer of majority ownership as described in the application.

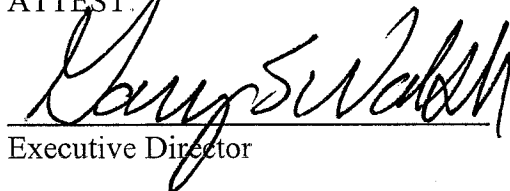
2. As the herein-authorized approval only concerns a change in majority ownership of dPi, dPi operations in South Carolina should not be affected. Therefore, dPi shall continue to operate under its currently approved tariff.

3. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)